



ZELAN BERHAD

(Company No. 27676-V)

(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of ZELAN BERHAD ("Zelan" or the "Company") will be held at Nirwana Ballroom 2, Lower Lobby, Crowne Plaza Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 22 November 2012 at 2.30p.m to consider and, if thought fit, to pass the following Ordinary Resolutions:-

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN ZELAN CONSTRUCTION SDN BHD AND KIARA TERATAI SDN BHD REFERRED TO AS 'ZELAN-KIARA TERATAI JV' FOR THE CONSTRUCTION OF AN INTEGRATED IMMIGRATION, CUSTOM, QUARANTINE AND SECURITY COMPLEX AT BUKIT KAYU HITAM, KEDAH DARUL AMAN ("PROPOSED JOINT VENTURE"),

"**THAT**, subject to the passing of Ordinary Resolution 2, approval be and is hereby given to Zelan Construction Sdn Bhd ("ZCSB"), a wholly owned subsidiary of Zelan Holdings (M) Sdn Bhd, which in turn is a wholly owned subsidiary of Zelan Berhad to enter into a joint venture agreement with Kiara Teratai Sdn Bhd ("KTSB") for a formation of an unincorporated joint venture under the name of 'Zelan-Kiara Teratai JV' for the sole purpose of constructing a new integrated immigration, custom, quarantine and security complex at Bukit Kayu Hitam, Kedah ("ICQS Complex") subject to and upon the terms and conditions as set out in the Joint Venture Agreement dated 28 May 2012 entered into between ZCSB and KTSB.

AND THAT, the Directors of Zelan be and are hereby authorised to take such steps, execute such documents and enter into all deeds, agreements, arrangements and/or undertakings with any party or parties as it may be deemed fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Joint Venture with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of Zelan."

ORDINARY RESOLUTION 2

PROPOSED CONTRACT FOR THE CONSTRUCTION OF AN INTEGRATED IMMIGRATION, CUSTOM, QUARANTINE AND SECURITY COMPLEX AT BUKIT KAYU HITAM, KEDAH DARUL AMAN FOR A TOTAL CONTRACT VALUE OF RM310 MILLION BETWEEN NORTHERN GATEWAY INFRASTRUCTURE SDN BHD AND ZELAN-KIARA TERATAI JV ("PROPOSED ICQS CONTRACT")

"**THAT**, subject to the approval of Ordinary Resolution 1 and any relevant approvals (if required) being obtained, approval be and is hereby given to the Company to accept the terms and conditions of the Letter of Award dated 28 May 2012 by Northern Gateway Infrastructure Sdn Bhd to Zelan-Kiara Teratai JV for the construction of the ICQS Complex at Bukit Kayu Hitam, Kedah Darul Aman.

AND THAT, the Directors of Zelan are empowered and authorized to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary or expedient to give effect to and complete the Proposed ICQS Contract, and to assent to any modifications, variations, additions and/or amendments as may be required or imposed by the relevant authorities."

**BY ORDER OF THE BOARD
ZELAN BERHAD**

NORLIDA BINTI JAMALUDIN
L.S. 0006467
Company Secretary
Date: 6 November 2012

Notes:-

1. A member of the Company who is entitled to be present and vote at the Extraordinary General Meeting may appoint a proxy or proxies to be present and vote instead of him. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, under its common seal or signed by its attorney or by an officer on behalf of the corporation.
3. In the case of a corporation, the form of proxy must be executed under seal or under the hand of its attorney duly authorised.
4. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Company's Share Registrar's Office at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor (Fax No: +603 7841 8151/8152) at least forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.